

App. F. IX-4

1926

File No. 22

Previous References

Serial Nos.

Later References

J. 4 6-31 (2, 3, 4)

" Sep 10 3-31

12-37 (-10)

General and Revenue Secretariat.

Serial Nos. Six

Part B for February 8

SUBJECT

Rules to be issued under section 26 of the Mysore
Companies' Regulation

8 8886 0115-2-2A-1

To

Comptroller-in-Chief

Notifies the rules for regulating the grant of
licenses for registration as a company with limited
liability but without the addition of
the word "limited" to its name to any
association given

ROUTINE NOTES.

[To be used only for notes, requisitions, etc., not intended for permanent record.]

in PRS
20/10

1) Notifications & letters have to
issue under Section 3, 141, 142, 143
151(6), 188, 189, 246 and 248X
249 & 277(3)(ii)
memo, A/L & fair, to L.H.V.

2) Issue case
2/10 19/10
Don 19/10

memo. no p. 106 of 19.10.26

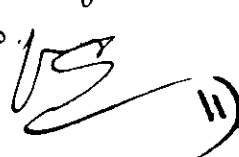
3) No reply is received. The Dev. Sec.
will kindly inform the inform.

On the Dev. Sec. for sending
early the information called for

AN
4/1

ROUTINE NOTES.

[To be used only for notes, requisitions, etc., not intended for permanent record.]

Revised draft subd as personally
 instructed.  11) APD. Please issue & submit
 15.1.27  20/1

To
 The Registrar of J. S. Companies
 no D. 5806 & 22.1.27

Requests him to state whether any
 rules or regulations have to issue
 under certain Section of the Indian
 Companies Regulation & if so, to
 frame & submit necessary draft
 for orders

12) Subd. after issue.

 13) Mth D.

819-827
p

1011

Routine Notes.

[To be used only for notes, requisitions, etc., not intended for permanent record.]

- 14) Seeley's order on the letter
Refer to L. L. Seeley for
favour of opinion

J. L. N. R.
4-8-27.

- 15) *[Handwritten signature]* *[Handwritten signature]* *[Handwritten signature]* 11-8-27
5-8-27
10/8

- 17) I have doubts regarding my rules 7 & 9.
Rule 7 imposes a liability on the members to discharge the debts of the Co. to a certain extent.
18) The fundamental principle of a limited Co. is that a member of such a Co. is liable to the extent of the share taken by him & is not liable to the obligations of the Co.

Routine Notes.

[To be used only for notes, requisitions, etc., not intended for permanent record.]

Though the Govt may have power to frame such a rule is it in consonance with the policy of Govt to make a departure from the avowed policy of the Legislature in enacting Company Law

20) This aspect has to be considered.

21) As regards rule 9, I am not satisfied with the inclusion of the rule

22) In the first, but see Sec applies to such conditions of such rule proposed in

It is better either to delete the
altogether or to copy the
pages. I had of
them to the mile. ~~It is~~
which is generally not done

I should like to have
copy of the miles made
by Bombay Cadras,
the

To the Regr. of G. Co.

With Refce to Sl 2 Requests
to forward a Copy of the
Rules framed by the Govt. of
Bombay Madras & Bengal and

c) No c 2057 27-28. 13.9.27.

From the Registrar of G. Co.

With Refce to Sl 3 Forward

Copy of the Fort St. George Gazette
containing the Madras Govt. Rules
a Copy of Joint Stock Companies
by Mr Mellor Containing the Subs
of the Bombay Rules.

Subd. 1)

Kind reference is invited to para
25 supra. A Copy of the Bengal
Govt. Rules is not received. The
Regr. States that a Requisition
has been made to the Regr of G.
Bengal, & that it will be subd
Soon after it is recd from him
The file, if approved, will be subd
to the L. & S. Secy after it is recd.

16/9/27

Away the receipt of Bengal Rules
on Dec 26

~~8/8~~
25/10
~~8/8~~
29/10

35) Secy. has not
published any rules or
regulations under S. 28, vide
linked file

Ullas
1.10.27.

I have perused the rules framed
by Madras Govt & also the Forms
issued by the Board of Trade under
English Company Law in England & given
at pp 478 to 484. [Palmer
Company Precedents, Part I.]

Serial
No.
80).

41) Section 151, (5), of the Regulation
Contemplates that "every such Rule shall
be published in the Official Gazette, and
on such publication shall have effect as
if enacted in the Regulation. In this
view it appears unnecessary to invite
suggestions in the absence of specific
instruction to that effect.

Subd with refer. to para No supra.

1000
2/24/27

VS

Asst Secy
Law Dept
Airtels Comp

For favour of amendment
if any.

WG

42)

Subd The rules ~~published~~ under S. 151 of
the Regn take effect as soon as they are
published. It would therefore be not-
necessary to invite suggestions. The forms
that have been approved have also to be
published under rule 11 of the Rules under the
Gyson Co's Regn. 1919. Reg. T.

1000

9/12/27.

Please let me know
the file after
the
note for

14/2/22

the submitted

CBR
14/2-

The draft Notification is

flagged 'R'

Members 14/2/22
14

45 The rules proposed under sec 26) follow
 the Members Rules, ^{have been considered and} ~~and have been considered~~
 [suitable by the L.R. Sec?]. ^{and may}
 be published in the Gazette

3^d (member)

U.P.
 9/1/28

46 U.P.
 9/1/28

U.P.
 9/1/28

U.P.
 9/1/28
 U.P.
 9/1/28

47. Subd with drafts; if necessary, it
 16/20/11/28. may be referred to the Secy.

~~U.P. for printed before issue.~~

48 U.P. for printed
 Secy D)

U.P.
 20/1/

Issue 49) U.P.

50) U.P.
 5/2/28

U.P.

To

The Computer, Mysore Gazette

28586 of 15.2.28.

Notifies the rules for regulating the grant of
 licences for Reg as a company with limited

liability but without the addition of the word "limited"
to its name to any association or description given
in the Sec. which applies or intends to apply
its profits or other income in promoting its
objects & to prohibit the payment of any dividend
to its members.

REV. SECRETARY,
17 FEB. 1928
DEVELOPMENT BRANCH.

GENERAL AND REVENUE SECRETARIAT,

Bangalore, Dated 19th October 1926.

MEMO

Rules have to issue under Sections 3 144~~(7)~~, ~~144(8)~~, 151(4)
of *Companies* Regulation VIII 188, 189, 246 & 248~~(1)~~
of 1917 249 & 250~~(1)~~ 3(11)

2. The *I & C* Branch is requested to state if rules or notifications have been issued under the sections referred to, and if so, to kindly put up a copy of the rules, etc. so issued. If the rules are not issued, necessary action may kindly be taken in the matter early, and copies of the same sent to the Protection Branch when issued.

By Order,

C. G. Rao

M Secretary to Government,
Local and Legislative Departments.

SUBJECT.....

(2)

Revised draft

Section J.S.

File No. 22-26

Diary No. of letter replied to.....

Urdu

Serial No. 1

No. D 5801, D 27/1/22

General and Revenue Secretariat

()

the 192

To

Mr. Registrar of J.S. Companies

Sir,

Date of issue.....

22.1.22

copy placed with

Signed by.....

M. V. Chaudhary

List of enclosures.....

Copied by.....

Examined by.....

I am directed to invite your attention to the Rules already issued under certain Sections of the Companies Regulation VIII of 1917 and to request ~~that~~ you ^{to} ~~will~~ be so good as to state whether any rules or notifications have to issue under the other Sections of the Regulation. ^{to} So, I am ~~to request~~ ~~to forward~~ ~~the~~ necessary draft rules or notifications ^{may be framed & selected} ~~submitted~~ for the orders of Govt.

2. Mr. Registrar may be kind of

over

heads as input

ham ch

11/11 20/11
Haley, Lohnd
AD

CR5

26.1.27

15.1.27



GOVERNMENT OF MYSORE.

IN REPLY PLEASE REFER TO
NO. C. 2257/27-28
ENCL. 2

Office of the Registrar of Joint Stock Companies
in Mysore.

Dated, Bangalore... 2nd August 1927.

FROM

S.P. Rajagopalachari, Esq., B.A., B.L.,
~~XXXXXX AGABAJAXKX XXXX~~

Registrar of Joint Stock Companies in Mysore,
Bangalore.

To

N. Rama Rao, Esq., B.A., B.L.,
Secretary to Government of His Highness
the Maharaja of Mysore,
Development Departments, Bangalore.

g. S. 22-26-2

Sir,

With reference to your letter No. 5804/J.S. 22-26-1 dated 22nd January 1927 inviting my attention to the Rules already issued under certain Sections of the Mysore Companies Regulation and requesting me to state whether any more Rules or Notifications have to issue under the other Sections of the Regulation, etc., I have the honour to state that Rules have yet to be made only under Section 26 of the Regulation. After a study of the Rules made under the said Section of the Indian Companies Act by the Madras and Bombay Governments, I consider it advisable to adopt the Madras Rules and enclose herein the necessary draft notification for the ~~approval~~ approval of Government and for being published in the Gazette.

2. It is necessary that some forms should be approved by Government under Rule 15 of Notification No. 11002/I & C 6-18-21 dated 12th May 1919 in order to enable me to grant certificates under certain Sections of the Regulation (the Sections are mentioned in the forms). A set of such forms is herein enclosed for approval of Government.

I have the honour to be,
Sir,
Your most obedient servant,

S. P. Rajagopalachari

Registrar.

UBJECT.....

.....

.....

Section 95.

File No. 22-26.

Serial No. 3

Diary No. of letter replied to

No. D. 2371 8 579/2

General and Revenue Secretariat

()

the

192

To

The Registrar of J. & Co.

Sir

Date of issue.....

5-5-27

Signed by.....

M. S. I. K.

With reference to your letter
No C 225/27-28 8 3-8-27 submitted
for the approval of Govt. a draft
Notification of the Rules to be issued
under Section 26 of the Mysore Croup
Regulation, 1917, I am directed to request
you to be so good as to forward a
Copy of the rules ^{transmitted to} ~~made~~ ^{by} ~~by~~ ^{Govt.} ~~Board~~
Madras and Bengal under the said
Section.

List of enclosures.....

Copied by.....

Examined by

M. S. I. K.
29.8.27

I have etc.
for Secy to Govt
over Secy to Govt

GOVERNMENT OF MYSORE.

IN REPLY PLEASE REFER TO
NO. C 225/27-28
ENCL. 2

1497 nys
1497 nys

Office of the Registrar of Joint Stock Companies
in Mysore.

Dated, Bangalore.....13th September 1927.

FROM

S.P. Rajagopalachari, Esq., B.A., B.L.,
~~XXXXXX XXXXX XXXXX XXXXX~~

Registrar of Joint Stock Companies in Mysore

Bangalore

GEN. & REV. 2253
14 SEP. 1927
DEVELOPMENT BRANCH.

To

N. Rama Rao, Esq., B.A., B.L.,
Secretary to Government of His Highness
the Maharaja of Mysore, Development Departments,
Bangalore.

Sir,

With reference to your letter No.D.2371/J.S.22-26-3 dated 5th September 1927, I have the honour to forward herewith a copy of the Fort St. George Gazette dated February-27, 1917 which contains on pages 237, 238 and 239 the Madras Government Rules and a copy of - "Joint Stock Companies" by Mr. P.S.Mellor, late Registrar of Companies, Bombay, which on page 139 contains the substance of the Bombay Rules.

2. The Rules made by the Bengal Government are not available in this Office. The Registrar of Joint Stock Companies, Bengal, - has been requested to send a copy of the same and as soon as it is received, it will be submitted to Government

I have the honour to be,
Sir,
Your most obedient servant,

Imai asana

Registrar.

IN REPLY PLEASE REFER TO
NO. C. 225/27-28
ENCL.

Handwritten: 225/27-28
Sent to Mr. Rao
Sacy.

Office of the Registrar of Joint Stock Companies
in Mysore.

Dated, Bangalore... 30th September 1927.

FROM

S.P. Rajagopalachari, Esq., B.A., B.L.,
~~XXXXXXXXXXXXXXXXXXXXXXXXXXXX~~

Registrar of Joint Stock Companies in Mysore
Bangalore.

GEN. & REV. SECRETARY
1-296
1-OCT. 1927
DEVELOPMENT BRANCH

To

N. Rama Rao, Esq., B.A., B.L.,
Secretary to Government of His Highness
the Maharaja of Mysore, Development Departments,
Bangalore.

J. S. 22-26-5

Sir,

2253

In continuation of this Office letter No. C. 225/27-28 dated
13th September 1927, I have the honour to state that the Regis-
trar of Joint Stock Companies, Bengal, intimates that no regula-
tions or rules have been published by the Bengal Government under
Section 26 of the Indian Companies Act, 1913, and to enclose a
copy of his letter together with a copy of its enclosures for
kind perusal of Government

I have the honour to be,

Sir,

your most obedient servant,

Handwritten signature: J. S. Rajagopalachari

Registrar.

Handwritten initials: JR

8

Copy of letter No.1798 dated 23rd September 1927 from the
Offg. Registrar of Joint Stock Companies, Bengal, to the Registrar of Joint Stock Companies in Mysore.

In reply to your letter No.C.225/27-28, dated the 13th instanc^y,
I have the honour to state that no regulations or rules under -
Section 26 of the Indian Companies Act, 1913 (VII of 1913) have
ever been published by the Government of Bengal. The conditions
and regulations governing the grant of a license are in each case
embodied in the license itself, which is practically stereotyped
in form and seldom needs verbal variation. A copy of the usual
form of license is enclosed for your information.

I may add that so far as I am aware the only rule ever issued
with reference to Section 26 is one contained in the Notification
of the Government of India, No.399, Statistics and Commerce,
dated the 20th July 1888, which lays down a fixed registration
fee of Rs.50/-, which is also the amount payable in the
case of registrations under the Societies Registration Act, 1860
(XXI of 1860). A copy of the Notification is attached.

Part I.

The Gazette of India, July 21, 1888.

Page 341.

Statistics and Commerce.

Statistics.

The 20th July 1888. .

No.3991. - The Governor-General in Council is pleased to
direct that the fee to be paid under Section 40 of the Indian
Companies Act, 1892, and table C. in the first Schedule to that
Act, for the registration of an association not for profit as a
Company with limited liability under Section 26 of the said Act,
shall, when the number of members is stated in the Articles of
Association to exceed twenty or to be unlimited, be fifty
Rupees.

Government of Bengal, Commerce Department.
Commerce Branch.

License

License under Section 26 of the Indian Companies Act, 1913 (Act VII of 1913).

Whereas it has been proved to the satisfaction of the Government of Bengal that the _____ which desires to be registered under the Indian Companies Act, 1913, as an Association limited by guarantee has been formed for promoting objects of the nature contemplated by Section 26 of the said Act and that it is the intention of the said Association that the income and property of the association, whencesoever derived, shall be applied solely towards the promotion of the objects of the association, as set forth in the Memorandum of Association, and that no portion thereof shall be paid or transferred, directly or indirectly by way of dividend or bonus or otherwise howsoever by way of profit to the persons who were at any time are or have been members of the said association or to any of them or to any person claiming through any of them, provided that nothing contained in the said memorandum of association shall prevent the payment in good faith of remuneration to any Officers or servants of the association or to any member thereof or other person in return for services actually rendered to the association, or the payment of interest on money deposited by or borrowed from any members of the association;

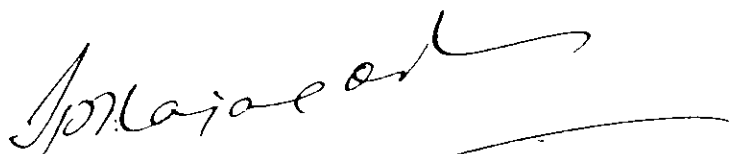
Now, therefore, the Government of Bengal, ~~of~~ in exercise of the powers conferred by Section 26 of the Indian Companies Act, 1913 (VII of 1913), and in consideration of the provisions and subject to the conditions contained in the memorandum of ~~of~~ association of the said association, do, by this their license, direct the _____ to be registered as a Company ~~xxx~~ with limited liability, without the addition of the word "Limited" to its name.

And be it distinctly understood that this license and the registration made hereby will cease to have any force or legal effect on violation of ~~the~~ any of the said conditions contained in the memorandum of ~~the~~ association of the said association.

Signed by order of His Excellency the Governor of Bengal in -
Council, this day of 19 .

Secretary to Government
of Bengal.

" C O P I E S "

A handwritten signature in cursive script, likely belonging to the Registrar, written over a horizontal line.

Registrar.

21

In exercise of the powers conferred on them by Sub Section 2 of Section 26 of the Mysore Companies Regulation 1917, the Government of his Highness the Maharaja of Mysore are pleased to make the following Rules for regulating the grant of licenses for registration as a Company with limited liability but without the addition of the word "Limited" to its name to any Association of the description given in the Section which applies or intends to apply its profits or other income in promoting its objects and to prohibit the payment of any dividend to its members:

An Association desiring to be incorporated in this manner shall make a written application to the Government for a license and together with such application shall transmit for their consideration a draft in duplicate of the proposed Memorandum of Association and Articles of Association together with a list of ~~xx~~ promoters and proposed governing body of the Association and any report or statement of its previous proceedings as an incorporated body.

2. As far as circumstances admit, the Memorandum shall be in the form given in Annexure I.

3. In case the Association is to be registered as a - Company limited by guarantee and not having a share capital, the articles shall follow form "B" in the third Schedule to the - Regulation (Section 51,1). If the association is to be a - Company limited by shares, it may follow table "A" in the first Schedule or may have its own articles (Sections 17 and 18)

4. The drafts of the Memorandum and of the Articles of Association shall be subject to such additions, alterations and omissions as the circumstances of the Association desiring incorporation

incorporation may render necessary or the Government may require.

5. The Memorandum and Articles of Association shall be drawn up by an Advocate entitled to appear before the Chief Court of Mysore and such advocate shall append thereto a certificate in the form in Annexure II.

6. On the Government being satisfied that the application may be entertained, they will furnish the applicants for the licence with a notice in the form in Annexure III to be inserted ^{the} in/Mysore Gazette and once at-least in a News paper, if any circulating in the District in which it is proposed to have the registered Office of the Association; and if after the expiration of a specified period which shall be fixed in each case by the Government there appears to be no sufficient reason why the licence should not be granted, the Government will accept the Memorandum and Articles of Association with such ~~amendments~~ amendments as may be necessary and grant a licence.

7. The licence shall be in the form in Annexure IV or as near thereto as circumstances admit.

Annexure I (Rule II)

Memorandum of Association.

1. The name of the Association is the "Association".

2. The registered Office of the Association will be situate in

3. The objects for which the Association (or chamber institute, etc.), is established are --

- (i) the
- (ii) the
- (iii) the doing of all such other lawful things as are

incidental

incidental or conducive to the attainment of the above objects.

The income and the property of the Association whence-soever derived shall be applied solely towards the promotion of the objects of the Association as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus, or - otherwise howsoever by way of profit, to the Members of the - Association. Provided that nothing herein shall prevent the - payment, in good faith, of remuneration to any Officer or servant of the Association, or to other person, in return for any services actually rendered to the Association.

Provided further that no member of the Council of Management or of the governing body of the Association shall be appointed to any salaried Office of the Association or to any Office of the Association paid by fees, and that no remuneration shall be given by the Association to any member of such Council or - governing body except repayment of out-of-pocket expenses and - interest on money lent or rent for premises demised to the Association.

✓ 5. The fourth paragraph of this memorandum is a condition on which a license is granted by ^{the} Government to the Association in pursuance of Section 26 of the ^{Mysore} ~~Indian~~ ^{Regulation} Companies Act, 1917.

5. The liability of the members is limited.

* 7. Every member of the Association undertakes to contribute to the assets of the Association in the event of its being wound up during the time that he is a member, or within one year afterwards, for payment of the debts and liabilities of the Association contracted before the time at which he ceases to be a - member, and of the costs, charges, and expenses of winding up the

same and for the adjustment of the rights of the contributories amongst themselves, provided that such amount does not exceed Rs.

8. If upon the winding up or dissolution of the Society there remains, after satisfaction of all its debts and liabilities, any property whatsoever the same shall not be paid to or distributed among the members of the Association, but, if and so far as effect can be given to the next provision, shall be given or transferred to some other Institution or Institutions having objects similar to the objects of the Association, to be determined by the members of the Association ^{or before} at the time of dissolution and in default thereof by the ^{Chief} ~~High~~ Court of

9. True accounts shall be kept of the sums of money ~~re~~ - received and ~~exp~~ expended by the Association, and the matter in respect of which such receipt and expenditure take place, and of the property, credits and liabilities of the Association and, - subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations for the time being of the Association, these accounts shall be open to the inspection of the members. Once at least - every year, the accounts of the association shall be examined and the correctness of the balance sheet ascertained by one or more properly qualified auditor or auditors.

We, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this memorandum of association.

Names, addresses and descriptions of Subscribers.

i. AB	of	&
ii. CD	of	&
iii. FF	of	&
iv. GH	of	&
v. IJ	of	&
vi. KL	of	&
vii. MN	of	&

Dated the day of

Inspected at

Noitce is hereby given that any person, Company or Corporation objecting to this application may bring such objection before the Government, 'on or before the day of next by a letter addressed to the Secretary to the Government of His Highness the Maharaja of Mysore, Development Departments, Bangalore.

Dated this day of Secretary.

Annexure IV (Rule VII)
Specimen of licence issued by the Government.

hereas it has been proved to the Government that the
association, which is about to be registered under the
Mysore Companies Regulation, 1917 as an association limited by
Shares
By----- is formed for the purpose of promoting objects of the
guarantee
nature contemplated by the 26th Section of the Regulation and
that it is the intention of the said association that the income
and the property of the association whencesover derived, shall
be applied solely towards the promotion of the objects of the
association as set forth in the memorandum of association of the
said association and that no portion thereof shall be paid or -
transferred, directly or indirectly, by way of dividend or bonus
or otherwise howsoever by way of profit to the persons who at ~~any~~
any time are, or have been, members of the said association, or
to any of them, or to any person claiming through any of them.

Now, therefore, the Government in pursuance of the powers in
them vested, and in consideration of the provisions and subject
to the ~~extra~~ conditions contained in the memorandum of association of
the said association, as subscribed by members thereof, on the
day of do by this their licence direct the association to
be registered with limited liability, without the addition of

of the word "Limited" to its name.

Signed by Order of the Government, this day of

Secretary to Government,
Development Departments.

S. Magazhian
Registrar.

By order

UD
20/1

UD
D. Secy.

re: reissue of gazette for
publication in Part III.

forwarded with compls to

Registration of J.S. companies for information
with reference to this letter no. C.225/29-208
3.8.427, ~~to be~~ The accompanying
forms proposed by him for granting certi-
ficates under certain sections are also appended.

3
10.20.42

UD
20/1
By
UD
D. Secy.

FORMS AND CERTIFICATES.

Section 11 (2) and (5).

18

Certificate of incorporation on change of name.

I hereby certify that
having through inadvertence registered itself by a name -
identical with that by which a Company in existence is previously

so nearly resembling the name of a Company in existence as to be
registered
----- has, with my sanction changed its name and
calculated to deceive
is now called the and that such new
name has to this day been entered in the register.

Given under my hand at this day of one
thousand nine hundred and

Seal

Registrar.

Certificate of registration of Order of Court confirming -
reduction of capital. (Pursuant to Section 61, '4' of the Mysore
Companies Regulation, 1917.)

The limited (and reduced) having
by special resolution reduced its capital and such reduction -
having been confirmed by an order of bearing
date the

I hereby certify that a copy of the said order and a minute
approved by the Court showing ~~the~~ particulars of the capital and
shares of the Company as altered by the said order have this day
been registered.

Given under my hand at this day of
one thousand nine hundred and

Seal.

to be omitted where the Court dispenses with the addition of those words under proviso to Section 57.

Certificate of registration of mortgage or charge. (Pursuant to Section 114 of the Mysore Companies Regulation, 1917.)

I do hereby certify that a mortgage or charge dated -
the and created by the on
the day of for securing (debentures
* *
for) the (aggregate) sum of Rs. has this day been regis-
tered pursuant to Section 109 of the Mysore Companies Regulation,
1917.

Given under my hand at this day
of one thousand nine hundred and

(Seal)

Registrar..

* Provisions within () to be retained in cases where the mort-
gage or charge is created for securing any issue of debentures.

Section 248 (³8).

Certificate of incorporation. (Pursuant to Section 24
of the Mysore Companies Regulation, 1917)

I hereby certify that the was incorporated
under the Mysore Companies Regulation on the day of
one thousand nine hundred and (and that it is
*
limited).

Given under my hand at this

day of one thousand nine hundred and

(Seal).

Registrar.

* To be omitted in respect of unlimited Companies.

A handwritten signature in dark ink, appearing to be 'J. P. A.', written over a horizontal line.

. Registrar.